

**SECOND AMENDMENT TO AGREEMENT
FOR CONSULTATION AND OTHER SERVICES**

This Amendment is entered into this _____ day of June____, 2007, by and between the City of Milpitas, a municipal corporation of the State of California (hereafter referred to as "CITY") and RMC Water and Environment, Inc. (hereafter referred to as "CONSULTANT").

RECITALS

WHEREAS, the parties entered into an Agreement for professional engineering services for Developers Impact Fee Analysis and Connection Fee Update, on November 8, 2006; and

WHEREAS, the parties amended the Agreement to include city-wide Treatment Plant Fee review and impact fee analysis for the Transit Area Specific Plan on March 6, 2007; and

WHEREAS, the parties desire to amend the Agreement to allow CONSULTANT to provide additional capacity and fee analysis.

NOW THEREFORE, in consideration of the mutual covenants and conditions herein contained, the parties agree to amend the Agreement as follows:

1. The first sentence in Subsection 1.1 entitled "Term of Services" is amended to read:

The term of this Agreement shall begin on the date first noted above and shall end on June 30, 2008.

2. Section 1 entitled "Services" is amended by adding Exhibit "**A-2**," which is attached hereto and incorporated by reference herein.
3. Section 2, entitled "Compensation" is amended to add \$131,470 in Exhibit "**B-2**," which is attached hereto and incorporated by reference herein. Section 2 is further amended by changing the following at the beginning of the Section:

CITY hereby agrees to pay CONSULTANT a guaranteed maximum price not to exceed \$180,062 for all services to be performed and reimbursable costs incurred under this Agreement.

4. The CONSULTANT agrees to maintain and pay for all insurance policies as stated in Section 4, entitled "Insurance Requirements" of the Agreement dated November 8, 2006, between CONSULTANT and the CITY. The CONSULTANT shall provide the CITY with renewal certificates of the current policies upon the expiration of the current policy.
5. All other provisions of the Agreement shall remain in full force and effect.

This Amendment is executed as of the date written above.

APPROVED BY:

CITY OF MILPITAS

CONSULTANT

City Engineer as to content

City Manager

City Attorney as to Form

ATTESTED BY:

City Clerk

Exhibit A-2 Consultant Services

BACKGROUND

RMC has previously prepared the Hydrology & Water Quality and Public Utilities chapters of the Specific Plan and EIR. To complete the Specific Plan and EIR, additional analysis is required in the following areas:

- Recycled Water Distribution
- Water Supply Turnout Capacity Analysis
- Off-site Sewer Improvements

RMC is currently assisting Dyett & Bhatia in the development of the implementation plan for the EIR, and the information developed in the above areas will be included in that plan. RMC requests additional budget for the existing Specific Plan and EIR scope of services as the extended schedule for the project has resulted in additional effort.

RMC previously prepared the Water and Sewer Master Plans for the City of Milpitas. Due to the water use and land use changes that have occurred in Milpitas in the last few years, the City has asked RMC to prepare a Water Master Plan Amendment and a Sewer Master Plan Amendment. This work will involve updating flow estimates per 1) the General Plan Amendments; 2) changes to the Specific Plan; and 3) changes in large water users. New model runs will be completed and distribution and collection system improvements will be identified. An updated Capital Improvement Program and Fee Impact Update will be prepared for both the water and sewer systems.

SCOPE OF WORK

Task 8 - Transit Area Specific Plan and EIR Project Integration with Master Plans

The following tasks shall be added to facilitate integration and completion of additional elements of the Transit Area Specific Plan and EIR. The Specific Plan and EIR shall be integrated with the existing Sewer and Water System Master Plans.

8.1 – Transit Area Recycled Water Analysis

Expansion of the South Bay Water Recycling infrastructure has been identified as an improvement in the Transit Area to irrigate parks and other outdoor landscaping. This task shall include a concept level evaluation of the recycled water improvements for the transit area. RMC shall collect information on the existing South Bay Water Recycling (SBWR) pipelines, including pipeline pressures and existing diameters. RMC shall coordinate with City of San Jose's Municipal Water Department to confirm availability and capacity from the SBWR system.

RMC shall use existing acreage estimates demand for landscape irrigation within the Transit Area. RMC shall estimate required pipeline diameters based on demands and a maximum velocity criteria of 5 ft/second. RMC shall develop an

estimate of recycled water use for dual-plumbed, non-residential customers in the Transit Area.

RMC shall coordinate with Dyett and Bhatia and provide documentation (Electronic Only) on the findings and results of the analysis. RMC shall provide GIS maps (in pdf format) of proposed recycled water system improvements to Dyett and Bhatia for use in the EIR and Specific Plan. It is assumed that Dyett and Bhatia would incorporate findings and results into the EIR and Specific Plan. Review services on the Specific Plan and EIR are included in Task 8.3.

8.2 – Santa Clara Valley Water District Turnout Analysis

An analysis of the projected water use and sources of supply have already been developed for the EIR. Additional analysis must be completed to assess the capacity of the Santa Clara Valley Water District (SCVWD) transmission main and the turnout requirements.

RMC shall gather information from the City of Milpitas and the SCVWD about the existing turnouts to determine head and flow capacities. If the existing turnouts are deficient, RMC shall investigate the need for a new turnout by comparing the projected demand to the turnout's capacity. As needed, up to two new locations shall be identified and investigated. A concept level cost estimate shall be developed for a new turnout. RMC shall also investigate the addition of a third PRV between the SC1 and SC2 pressure zones in the H2OMap model of the City's distribution system. The need for an additional turnout or PRV shall be evaluated with the City's H2OMap model and shall be a function of the pressures in Pressure Zone SC1.

RMC shall coordinate with Dyett and Bhatia and provide documentation (Electronic Only) on the findings and results of the analysis. It is assumed that Dyett and Bhatia would incorporate findings and results into the EIR and Specific Plan. Review services on the Specific Plan and EIR are included in Task 8.3.

8.3 – Review and Integration of Transit Area Specific Plan and EIR into the Master Plan Amendment

As needed, RMC shall conduct review of the Draft Specific Plan and Draft EIR and provide comments to Dyett and Bhatia. RMC shall also address comments on the Specific Plan and EIR on sections related to RMC tasks. For budgetary purposes, this task assumes up to 30 hours of effort for review. Additional budget may be required dependent on the extent of comments and review service requested.

RMC shall assist with the integration of the Specific Plan elements into the Master Plan Amendments in Task 10 and 11. The efforts include attendance of project meetings beyond what was originally envisioned, project coordination and communication, and project team management.

This subtask shall coordinate the Transit Area Specific Plan with the water and sewer model updates, providing the City with consistent documentation.

TASK 9: WATER AND SEWER MODEL UPDATES

9.1 - Large Water User Research

RMC shall develop an updated list of large water users and investigate reductions in observed water billing data. The City shall provide RMC with water billing data from the last three years. RMC shall compare the billing data to the large user water flows used for the original master plan. If significant water reductions are observed, RMC shall contact up to 10 large water users to confirm long-term water use.

RMC assumes the large water users will provide information by telephone correspondence or email within a reasonable amount of time. RMC shall coordinate efforts with the City on large water users that are unresponsive.

Deliverables: Updated list of large water users, including average monthly wet-weather flow for each user, telephone record of communication with up to 10 large water users.

9.2 – Updated Land Use Maps and Summary Land Use Tables

RMC shall create three updated land use scenarios. The new land use scenarios are as follows:

1. Update land use with 19 General Plan Amendments.
2. Update land use with proposed Transit Area Specific Plan.
3. Update land use with combination of the 19 General Plan Amendments, the proposed Transit Area land use, and the updated Large Water User information.

RMC has previously prepared land use updates for 19 General Plan Amendments, the Transit Area Specific Plan, and the combination of the two. However, additional modifications to density projections for the Landmark Towers project, the Calaveras Station Project, and the changes to the Large Water Users now need to be incorporated into the evaluation. RMC shall create 3 updated land use maps, based on revisions of the General Plan Amendments, the Transit Area Specific Plan, and revisions in large water user use. RMC shall update the summary land use tables for both water and sewer.

Deliverables: Electronic (PDF) version of 3 updated land use maps. Electronic copies of the summary land use tables.

9.3 - Update Water Model with Transit Area, General Plan Amendment and Large Water User Flows; distribution system model runs

RMC shall update the H2OMap model with flow information developed for the Transit Area Specific Plan and any General Plan Amendments, including revising the Landmark and Calaveras Station Project assumptions. RMC shall perform separate model runs for the 3 scenarios outlined in Task 9.2. RMC shall use flow information on large users from Task 9.1 to update large water user information in the model.

RMC shall perform model runs for the future system flow and land use scenarios described above. For each scenario, separate runs shall be done for peak hour conditions and fire flow conditions.

9.4 - Distribution System Improvements Model Runs

RMC shall identify distribution system capacity deficiencies through the modeling effort in Task 9.3. Alternative improvements shall be identified. Model runs shall be performed to evaluate the improvements projects.

Deliverables: For each of the 3 scenarios, maps showing project alternatives and tables listing project alternatives.

9.5 - Update Sewer Model with Transit Area, General Plan Amendment and Large Water User Flows; collection system model runs

RMC shall update the existing Hydra model with flow information developed for the Transit Area Specific Plan and any General Plan Amendments, including revising the Landmark and Calaveras Station site assumptions. RMC shall perform separate model runs for the 3 scenarios outlined in Task 9.2. RMC shall use flow information on large users from Task 9.1 to update large water user information in the model.

RMC shall perform model runs for the future system flow and land use scenarios described above.

9.6 - Collection System Improvements Model Runs

RMC shall identify distribution system capacity deficiencies through the modeling effort in Task 9.5. Alternative improvements shall be identified. Model runs shall be performed to evaluate the improvements projects.

Deliverables: For each of the 3 scenarios, maps showing project alternatives and tables listing project alternatives.

TASK 10: WATER MASTER PLAN AMENDMENT

10.1 - Distribution System Improvements Cost Estimates

RMC shall develop cost estimates for the alternative water distribution improvements identified for each of the 3 scenarios in Task 9.2. Per the Master Plan Methodology, pipeline replacement costs will be estimated on a \$/in-dia-LF basis.

10.2 - Capital Improvement Program

RMC shall develop a capital improvement program for the selected alternative water distribution improvement projects in each of the 3 scenarios. A list of projects included in capital improvement program for each of the 3 scenarios, including cash flow analysis tables shall be developed.

10.3 - Prepare Water Master Plan Amendment Report

RMC shall prepare the Water Master Plan Amendment. RMC shall provide amended Chapters of the original Master Plan according to the results of the updated hydraulic modeling, project identification, and capital improvement program. Additionally, the large user data and the land use maps developed in Task 9 shall be included in this Amendment.

Deliverables: One electronic copy of the Draft Water Master Plan Amendment.
One electronic copy and five hard copies of the Final Water Master Plan Amendment.

TASK 11: SEWER MASTER PLAN AMENDMENT

11.1 - Collection System Improvements Cost Estimates

RMC shall develop cost estimates for the alternative sewer collection improvements identified for each of the 3 scenarios in Task 2. Per the Master Plan Methodology, pipeline replacement costs will be estimated on a \$/in-dia-LF basis.

11.2 - Capital Improvement Program

RMC shall develop a capital improvement program for the selected alternative sewer collection improvement projects in each of the 3 scenarios. A list of projects included in capital improvement program for each of the 3 scenarios, including cash flow analysis tables shall be developed.

11.3 - Prepare Sewer Master Plan Amendment Report

RMC shall prepare the Sewer Master Plan Amendment. RMC shall provide amended Chapters of the original Master Plan according to the results of the updated hydraulic modeling, project identification, and capital improvement program. Additionally, the large user data and the land use maps developed in Task 9 shall be included in this Amendment.

Deliverables: One electronic copy of the Draft Sewer Master Plan Amendment.
One electronic copy and five hard copies of the Final Sewer Master Plan Amendment.

TASK 12: FEE UPDATE

12.1 – Water System Impact Fee Update

RMC shall develop Water System Impact Fees for each of the 3 scenarios in Task 9 and based on the results from Tasks 8-11. RMC had previously developed the draft Water System Impact Fees but land use modifications require additional evaluation.

12.2 – Sewer System Impact Fee Update

RMC shall develop Sewer Impact Fees for each of the 3 scenarios in Task 9 and based on the results from Tasks 8-11. RMC had previously developed draft Sewer System Impact Fees but land use modifications require additional evaluation.

12.3 Water and Sewer Connection Fee Update

RMC shall update the April 2007 version of the draft Water and Sewer Connection Fee Update with new information from Tasks 8-11.

12.4 Fee Chapter for Water and Sewer System Master Plan Amendments

RMC shall develop fee chapters for the Water System and Sewer System Master Plan Amendments. , The previous final version of the Treatment Plant Fee shall be included in the Sewer Master Plan Amendment.

Deliverables: Fee Chapters shall be incorporated into the deliverable for Task 10.3 and 11.3.

TASK 13: PROJECT MANAGEMENT

13.1 - Project Management.

RMC shall provide project management services, including budget and schedule control, for the duration of the project. RMC shall also coordinate and attend meetings associated with the Transit Area Specific Plan related to the efforts above.

All project work shall be completed by June 30, 2008.

Exhibit B-2 Budget

Task / Rate	RMC Labor				Total RMC Hours	Princ	Proj Mgr	Proj Engr	Admin. / Graphics	Total RMC Labor	Other Direct Costs	Total Costs
	Princ	Proj Mgr	Proj Engr	Admin/ Graphics								
	\$ 218	\$ 184	\$ 154	\$ 108								
Task 8: Transit Area Specific Plan and EIR Project Integration with Master Plan												
8.1: Recycled Water Analysis	4	24	48	4	80	\$ 872	\$ 4,416	\$ 7,392	\$ 432	\$13,112	\$ -	\$13,110
8.2: SCVWD Turnout Analysis	4	16	40	2	62	\$ 872	\$ 2,944	\$ 6,160	\$ 216	\$10,192	\$ -	\$10,190
8.3: Review and Integration of Specific Plan and EIR into Master Plan Amend.	4	30	40	4	78	\$ 872	\$ 5,520	\$ 6,160	\$ 432	\$12,984	\$ -	\$12,980
Task Subtotal:												\$36,280
Task 9: Water and Sewer Model Updates												
9.1: Large Water User Research		6	16		22	\$ -	\$ 1,104	\$ 2,464	\$ -	\$ 3,568	\$ -	\$ 3,570
9.2: Update Land Use Map and Tables		4	12		16	\$ -	\$ 736	\$ 1,848	\$ -	\$ 2,584		\$ 2,580
9.3: Update Water Model, distribution system model deficiency runs	2	10	24		36	\$ 436	\$ 1,840	\$ 3,696	\$ -	\$ 5,972	\$ -	\$ 5,970
9.4: Distribution System Imp Model Runs	2	6	24	2	34	\$ 436	\$ 1,104	\$ 3,696	\$ 216	\$ 5,452	\$ -	\$ 5,450

Task / Rate	RMC Labor				Total RMC Hours	Princ	Proj Mgr	Proj Engr	Admin. / Graphics	Total RMC Labor	Other Direct Costs	Total Costs
	Princ	Proj Mgr	Proj Engr	Admin/ Graphics								
	\$ 218	\$ 184	\$ 154	\$ 108		\$ 218	\$ 184	\$ 154	\$ 108			
9.5: Update Sewer Model collection system model deficiency runs	2	12	36		50	\$ 436	\$ 2,208	\$ 5,544	\$ -	\$ 8,188	\$ -	\$ 8,190
9.6: Collection System Improvements Model Runs	4	12	36	2	54	\$ 872	\$ 2,208	\$ 5,544	\$ 216	\$ 8,840	\$ -	\$ 8,840
Task Subtotal:												\$34,600
Task 10: Water Master Plan Amendment												
10.1: Distribution System Improvement Cost Estimates	2	4	8		14	\$ 436	\$ 736	\$ 1,232	\$ -	\$ 2,404	\$ -	\$ 2,400
10.2: Capital Improvement Program	2	4	20		26	\$ 436	\$ 736	\$ 3,080	\$ -	\$ 4,252	\$ -	\$ 4,250
10.3: Prepare Water Master Plan Amendment Report	6	16	48	2	72	\$ 1,308	\$ 2,944	\$ 7,392	\$ 216	\$11,860	\$ 250	\$12,120
Task Subtotal:												\$18,770
Task 11: Sewer Master Plan Amendment												
11.1: Collection System Improvement Cost Estimates	2	4	8		14	\$ 436	\$ 736	\$ 1,232	\$ -	\$ 2,404	\$ -	\$ 2,400
11.2: Capital Improvement Program	2	4	20		26	\$ 436	\$ 736	\$ 3,080	\$ -	\$ 4,252	\$ -	\$ 4,250

Task / Rate	RMC Labor				Total RMC Hours	Princ	Proj Mgr	Proj Engr	Admin. / Graphics	Total RMC Labor	Other Direct Costs	Total Costs
	Princ	Proj Mgr	Proj Engr	Admin/ Graphics		Princ	Proj Mgr	Proj Engr	Admin. / Graphics			
	\$ 218	\$ 184	\$ 154	\$ 108		\$ 218	\$ 184	\$ 154	\$ 108			
11.3: Prepare Sewer Master Plan Amendment Report	6	16	48	2	72	\$ 1,308	\$ 2,944	\$ 7,392	\$ 216	\$11,860	\$ 250	\$12,120
Task Subtotal:												\$18,770
Task 12: Fee Update												
12.1: Water Impact Fee Update	1	8	16		25	\$ 218	\$ 1,472	\$ 2,464	\$ -	\$ 4,154	\$ -	\$ 4,150
12.2: Sewer Impact Fee Update	1	8	16		25	\$ 218	\$ 1,472	\$ 2,464	\$ -	\$ 4,154	\$ -	\$ 4,150
12.3: Sewer and Water Connection Fee Update	1	2	6		9	\$ 218	\$ 368	\$ 924	\$ -	\$ 1,510	\$ -	\$ 1,510
12.4: Fee Chapters for Water and Sewer Master Plan Amendments	1	2	6		9	\$ 218	\$ 368	\$ 924	\$ -	\$ 1,510	\$ -	\$ 1,510
Task Subtotal:												\$11,320
Task 13: Project Management												
13.1: Project Management, Meetings, Invoices, PRs	8	32	12	16	68	\$ 1,744	\$ 5,888	\$ 1,848	\$ 1,728	\$11,208	\$ 500	\$11,730
Task Subtotal:												\$11,730
Total Budget	54	220	484	34	792	\$11,772	\$40,480	\$74,536	\$3,672	\$130,460	\$1,000	\$131,470